

RECORDATION NO. 27887-<sup>A</sup> FILED

MAY 07 '10 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

May 7, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF 98-044), dated as of April 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease (RBSAF 98-044) previously filed with the Board under Recordation Number 27887.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Assignee: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Section Chief  
May 7, 2010  
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A description of the railroad equipment covered by the enclosed document is:

3 pieces of maintenance of way equipment: Jackson 6700-SJ Production Switch Tamper 153480, Plasser 09-3X-DYNC Dynamic Production Tamper 3306 and Superior Sales SHC6301 Bulk Hopper Cart SHC3880--7-07.


A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-044).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
✓ Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of April 29, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 044, dated as of November 8, 2007 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

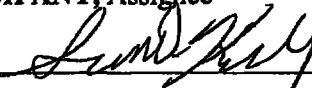
IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By

Name Soula Perakis  
Assistant Vice President  
Title \_\_\_\_\_THE FIFTH THIRD LEASING  
COMPANY, Assignee

By

Name SCOTT D. KILEY  
Vice President  
Title \_\_\_\_\_

State of \_\_\_\_\_ )  
 ) ss:  
County of \_\_\_\_\_ )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 29 day of April, 2010.

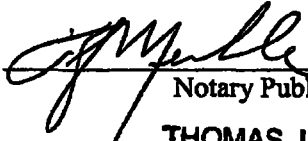


Sarah Sanchez  
Notary Public

State of OHIO )  
County of HAMILTON ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared  
*TITE FIFTH THIRD LEASING CO*, a OHIO corporation (the "Corporation"), by  
*SCOTT KILPATRICK*, its VP, who acknowledged  
that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act  
and deed, individually and as an officer of the Corporation, and the free act and deed of the  
Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at  
CINCINNATI, OH, this 27 day of April, 2010.

  
Notary Public

**THOMAS J. MERKLE**  
Notary Public, State of Ohio  
My Commission Expires Dec 16, 2011



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 044.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 044 is 84 months commencing as of December 1, 2007.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 044 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Plasser	09-3X-DYNC	Dynamic Production Tamper	3306	X5400457
1	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-7-07	X8700066
1	Jackson	6700-SJ	Production Switch Tamper	153480	X5400455

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/7/10



\_\_\_\_\_  
Robert W Alvord